

PHOTRONICS INC  
Form 8-K  
April 22, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

## FORM 8-K

### CURRENT REPORT

#### Pursuant To Section 13 Or 15(d) Of The Securities Exchange Act Of 1934

Date of report (Date of earliest event reported) **April 11, 2014**

#### PHOTRONICS, INC.

(Exact name of registrant as specified in its charter)

|  |   |  |
|--|---|--|
| <b>Connecticut</b><br>(State or other jurisdiction<br>of incorporation)          | <b>0-15451</b><br>(Commission<br>File Number) | <b>06-0854886</b><br>(IRS Employer<br>Identification Number) |
| <b>15 Secor Road, Brookfield, CT</b><br>(Address of Principal Executive Offices) | <b>06804</b><br>(Zip Code)                    |  |
| Registrant's Telephone Number, including area<br>code                            |   | <b>(203) 775-9000</b>  |

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- c Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - c Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - c Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - c Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**5.07 Submission of Matters to a Vote of Security Holders**

On April 11, 2014, the Company held its annual meeting of stockholders (the Annual Meeting ) at the Company's headquarters in Brookfield, Connecticut. At the Annual Meeting, the Company's stockholders approved four (4) proposals. The proposals are described in detail in the proxy statement relating to the Annual Meeting.

**Proposal 1.**

The Company's stockholders elected six (6) individuals to the Board of Directors as follows:

| <b><u>Name</u></b>      | <b><u>Votes For</u></b> | <b><u>Votes Withheld</u></b> | <b><u>Broker Non Votes</u></b> |
|-------------------------|-------------------------|------------------------------|--------------------------------|
| Walter Fiederowicz      | 52,726,820              | 1,598,683                    | 3,455,580                      |
| Joseph Fiorita          | 52,728,712              | 1,596,791                    | 3,455,580                      |
| Liang-Choo Hsia         | 52,927,038              | 1,398,465                    | 3,455,580                      |
| Constantine Macricostas | 52,784,434              | 1,541,069                    | 3,455,580                      |
| George Macricostas      | 47,608,232              | 6,717,271                    | 3,455,580                      |
| Mitchell Tyson          | 51,776,198              | 2,549,305                    | 3,455,580                      |

**Proposal 2.**

The Company's stockholders approved an amendment to the Company's 2007 Long Term Incentive Plan, as previously amended, to increase the authorized shares for issuance from 6,000,000 to 9,000,000 and to amend the amount of restricted stock allowed to be issued thereunder from 15% to 1,000,000 shares.

| <b><u>Votes For</u></b> | <b><u>Votes Against</u></b> | <b><u>Abstentions</u></b> | <b><u>Broker Non Votes</u></b> |
|-------------------------|-----------------------------|---------------------------|--------------------------------|
| 43,363,796              | 10,918,128                  | 43,579                    | 3,455,580                      |

**Proposal 3.**

The Company's stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal year 2014 as set forth below:

| <b><u>Votes For</u></b> | <b><u>Votes Against</u></b> | <b><u>Abstentions</u></b> |
|-------------------------|-----------------------------|---------------------------|
| 56,972,447              | 773,968                     | 34,668                    |

**Proposal 4.**

The Company's stockholders approved by non-binding vote a resolution relating to the compensation of the named executive officers of the Company as described in the compensation discussion and analysis and the narrative disclosure as included in the proxy statement relating to the annual meeting.

| <b><u>Votes For</u></b> | <b><u>Votes Against</u></b> | <b><u>Abstentions</u></b> | <b><u>Broker Non-Votes</u></b> |
|-------------------------|-----------------------------|---------------------------|--------------------------------|
| 51,108,683              | 3,062,526                   | 154,294                   | 3,455,580                      |

As previously disclosed, the Company's Board of Directors has determined that the Company will hold an advisory vote on the compensation of its named executive officers (the say-on-pay vote ) each year until the next time that the Company proposes an advisory vote on the frequency of the say-on-pay vote.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**PHOTRONICS, INC.**

(Registrant)

**DATE:**       **April 21, 2014**

**BY** */s/ Richelle E. Burr*  
Richelle E. Burr  
Vice President, General Counsel

PHOTRONICS, INC.

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